

P97000026664

THOMAS L. McCRIMMON  
3816 WEST LINEBAUGH AVE., STE 408  
TAMPA, FLORIDA 33624

TO: NEW FILING SECTION  
DIVISION OF CORPORATIONS  
409 EAST GAINES STREET  
TALLAHASSEE, FLORIDA 32399

904 487-6052

ENCLOSED TWO (2) SETS OF ARTICLES OF INCORPORATION AND CHECK FOR \$245.00. FOR TWO (2) INCORPORATIONS AND CERTIFIED COPY OF SUCH.

PLEASE MAIL OVERNITE TO:

THOMAS L. McCRIMMON  
3816 WEST LINEBAUGH AVE., STE 408  
TAMPA, FLORIDA 33624

100002118031-- 9  
-03/19/97--01076--011  
\*\*\*\*245.00 \*\*\*\*122.50

TEL. 813-960-0557

THANK YOU,

THOMAS L. McCRIMMON

incl. (1) prepaid overnite FedEx.

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAR 18 PM 2:13

WJW 3-25-97

**Articles of Incorporation for  
COLE FINANCIAL, Inc.**

FILED  
SECRETARY OF STATE  
DIVISION OF CORPORATIONS  
97 MAR 18 PM 2:13

**ARTICLE I**

The name of this corporation is **COLE FINANCIAL, INC.**

**ARTICLE II**

This corporation shall have perpetual existence.

**ARTICLE III**

The general nature of the business and objects and purposes to be transacted, promoted or carried on are to do any and all of the things hereinafter mentioned as fully and to the extent as natural persons might or could do, viz:

A. To purchase or otherwise acquire, hold and deal in real and personal property and any interest therein; and to establish and carry on any business which may seem calculated to enhance the value of the property or rights of the corporation, or to facilitate the disposition thereof.

B. To do all things and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or for the attainment of any or all of the objects herein enumerated, or incidental to the powers herein named, which shall at any time appear conducive or expedient for the protection or benefit of the corporation, either as holders of or as interested in any property otherwise, with all the powers now or hereafter conferred by the laws of the State of Florida upon corporations.

C. To contract debts and borrow money, sue and sell or pledge bonds, debentures, notes and other evidence of indebtedness and execute such mortgages, transfer of corporate property or other instruments to secure the payment of corporate indebtedness as required.

**ARTICLE IV**

This corporation is authorized to issue:

10,000,000 shares of preferred stock, par value \$.001.  
100,000,000 shares of common stock, par value \$.0001.

**ARTICLE V**

The stockholders of any class of stock of the Company shall not have preemptive rights to subscribe to further shares of stock.

**ARTICLE VI**

Cumulative voting is not permitted in any election of directors.

#### ARTICLE VII

The street address of the corporation's principal office and the corporation's mailing address is: 3816 West Linebaugh Avenue, Suite 408, Tampa, Florida 33624.

The name of the initial registered agent of this corporation is: Thomas L. McCrimmon. The mailing address of the registered agent is 3816 West Linebaugh Avenue, Suite 408, Tampa, Florida 33624.

#### ARTICLE VIII

This corporation shall have five directors initially. The number of directors may either be increased or diminished from time to time by the By-Laws. The name and address of the initial directors of this corporation are: Thomas L. McCrimmon whose address is 3816 West Linebaugh Avenue, Suite 408, Tampa, Florida 33624 and Bertram E. Cutler whose address is 3816 West Linebaugh Avenue, Suite 408, Tampa, Florida 33624.. Their are three vacancies on the Board of Directors.

#### ARTICLE IX

The name and address of the person signing these Articles is: Thomas L. McCrimmon, 3816 West Linebaugh Avenue, Suite 408, Tampa, Florida 33624.

#### ARTICLE X

The power to adopt, amend or repeal the By-Laws shall be vested in the Board of Directors and the Shareholders.

IN WITNESS WHEREOF, the undersigned subscriber has executed these Articles of Incorporation this 18 day of March 1997.

X. Thomas L. McCrimmon  
Thomas L. McCrimmon

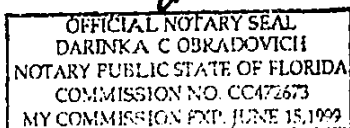
STATE OF FLORIDA

COUNTY OF HILLSBOROUGH

BEFORE ME, a notary public authorized to take acknowledgements in the State and County above-named, personally appeared Thomas L. McCrimmon, known to me to be the person and who provided the necessary identification and who executed the foregoing Articles of Incorporation, he acknowledged before me that he executed the same.

IN WITNESS WHEREOF, I have hereto set my hand and affixed my seal this 18 day of March 1997.

Darinka C. Obkadoovich  
Notary



**Certificate Designating Place of Business or Domicile for Service of Process within  
Florida, Naming Agent upon whom Process may be Served.**

In compliance with Section 48.091, Florida Statutes, the following is submitted,

First, that COLE FINANCIAL, Inc., to organize or qualify under the laws of the State of Florida with its principal place of business at 3816 West Linebaugh Avenue, Suite 408, Tampa, Florida, has named Thomas L. McCrimmon, 3816 West Linebaugh Avenue, Suite 408, Tampa, Florida 33624 as its agent to accept service of process within Florida.

Signature: X Thomas L. McCrimmon 3-18-97  
Thomas L. McCrimmon/Registered Agent Date

Having been named to accept service of process for the above stated corporation, at the place designated in this certificate, I hereby agree to act in this capacity, and I further agree to comply with the provisions of all statutes relative to the proper and complete performance of my duties.

Signature: Thomas L. McCrimmon 3-18-97  
Thomas L. McCrimmon Date

FILED  
CLERK OF STATE  
97 MAR 18 PM 2:14